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RECORDATION NO. 21646

FILED

DEC 4 - '97

1-23 PM

OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 21646

FILED

DEC 4 - '97

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RECEIVED  
SURFACE  
TRANSPORTATION  
BOARD  
DEC 4 1 23 PM '97

December 4, 1997

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: Equipment Lot Bombardier 1997A-FH

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Head Lease Agreement, dated May 29, 1997, a primary document as defined in the Board's Rules for the Recordation of Documents, and the following secondary documents related thereto: Memorandum of Lease Agreement, Memorandum of Loan and Security Agreement, Memorandum of Equipment Mortgage, Memorandum of Head Lessor's Lease Mortgage, and Memorandum of Lessor's Security Agreement, all dated May 29, 1997.

The names and addresses of the parties to the enclosed documents are:

Memoranda of Head Lease Agreement ← Primary  
C → Equipment Mortgage and Head Lessor's Lease Mortgage ← D

Head Lessor: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

Head Lessee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Mr. Vernon A. Williams  
December 4, 1997  
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Memoranda of Lease Agreement  
and Lessor's Security Agreement

← A  
← C

Lessor: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lessee: Tri-County Metropolitan Transportation District of Oregon  
4012 S.E. 17<sup>th</sup> Avenue  
Portland, Oregon 97202

B → Memorandum of Loan and Security Agreement

Trustee: First Security Bank, N.A.  
79 South Main Street  
Salt Lake City, Utah 84111

Lender: AIG Financial Products (Jersey) Limited  
100 Nyala Farm  
Westport, Connecticut 06880

A description of the railroad equipment covered by the enclosed documents is set forth on Exhibit A attached hereto.

Also enclosed is a check in the amount of \$144.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

## DESCRIPTION OF EQUIPMENT

### BOMBARDIER 1997A-FH

Identification Numbers	Equipment Description
101	Bombardier light rail vehicle
102	Bombardier light rail vehicle
103	Bombardier light rail vehicle
104	Bombardier light rail vehicle
105	Bombardier light rail vehicle
106	Bombardier light rail vehicle
107	Bombardier light rail vehicle
108	Bombardier light rail vehicle
109	Bombardier light rail vehicle
110	Bombardier light rail vehicle
111	Bombardier light rail vehicle
112	Bombardier light rail vehicle
113	Bombardier light rail vehicle
114	Bombardier light rail vehicle
115	Bombardier light rail vehicle
116	Bombardier light rail vehicle
117	Bombardier light rail vehicle
118	Bombardier light rail vehicle
119	Bombardier light rail vehicle
120	Bombardier light rail vehicle
121	Bombardier light rail vehicle
122	Bombardier light rail vehicle
123	Bombardier light rail vehicle
124	Bombardier light rail vehicle
125	Bombardier light rail vehicle
126	Bombardier light rail vehicle

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MEMORANDUM OF EQUIPMENT MORTGAGE  
(Equipment Lot Bombardier 1997A-FH)

Memorandum of Equipment Mortgage, made and entered into on May 29, 1997 by and between TRI-COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, a municipal corporation and a public body corporate and politic established under the laws of the State of Oregon (the "Head Lessor"), and FIRST SECURITY BANK, N.A., a national banking association, not in its individual capacity but solely as the Trustee (the "Head Lessee").

W I T N E S S E T H :

The undersigned have entered into that certain Equipment Mortgage (Equipment Lot Bombardier 1997A-FH), dated as of May 29, 1997, whereby the Head Lessor has assigned, mortgaged and pledged to the Head Lessee, as security only, and granted a security interest in and mortgage lien on all of the Head Lessor's estate, right, title and interest in, to and under certain light rail vehicles bearing the identification numbers as listed on Exhibit A attached hereto (the "Equipment"), as security for the Head Lessor's obligations under the Head Lease (as defined below) including, without limitation, the prompt transfer of title to the Equipment to the Head Lessee if, as and when required by the Head Lease.

For purposes of this Memorandum, the term "Head Lease" means that certain Head Lease Agreement (Equipment Lot Bombardier 1997A-FH), dated as of May 29, 1997, between the parties hereto whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor the Equipment, subject to the term defined in said Head Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

TRI-COUNTY METROPOLITAN  
TRANSPORTATION DISTRICT OF  
OREGON, as Head Lessor

By: Bruce Harden  
Name: Bruce Harden  
Title: Exec. Dir. Fin. Admin.

FIRST SECURITY BANK, N.A., not in  
its individual capacity but solely as the  
Trustee, as Head Lessee

By: Janeen R. Higgs  
Name: Janeen R. Higgs  
Title: Asst. Trust Officer

STATE OF New York )  
COUNTY OF New York ) SS

On this 30 day of May, before me personally appeared  
Bruce Harden, to me personally known, who being by me  
duly sworn, said that she/he is a Executive Director Finance & Administration of TRI-  
COUNTY METROPOLITAN TRANSPORTATION DISTRICT OF OREGON, that  
said instrument was signed on such date on behalf of said entity on such day by  
authority of its Board of Directors, and she/he acknowledged that the execution of  
the foregoing instrument was the free act and deed of said entity.

*Paul E. Godinez*  
Notary Public

[NOTARIAL SEAL]

PAUL E. GODINEZ  
Notary Public, State of New York  
No. 01GO5068447  
Qualified in New York County  
Commission Expires Nov. 4, 1998

My commission expires: \_\_\_\_\_

STATE OF NEW YORK )  
 ) SS  
COUNTY OF NEW YORK )

On this 30 day of May, before me personally appeared Janeen R. Higgs  
\_\_\_\_\_, to me personally known, who being by me duly sworn, said that she/he  
is a Asst. Trust Officer of FIRST SECURITY BANK, N.A., that said  
instrument was signed on such date on behalf of said entity on such day by authority  
of its Board of Directors, and she/he acknowledged that the execution of the foregoing  
instrument was the free act and deed of said entity.

  
Notary Public

[NOTARIAL SEAL]

My commission expires: 11-22-97

ROME BERTOLINO  
Notary Public, State of New York  
No. 01BE5020611  
Qualified in New York County  
Commission Expires Nov. 22, 1997

EXHIBIT A  
TO  
MEMORANDUM OF EQUIPMENT MORTGAGE

DESCRIPTION OF EQUIPMENT

BOMBARDIER 1997A-FH

Identification Numbers	Equipment Description
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